

# Union Pacific Corporation



J. Ryan O'Connell  
Senior Corporate Attorney

6 171A073

No.

Date JUN 20 1986

Fee \$ 10.00

ICC Washington, D. C.

June 18, 1986

RECORDATION F.O. 5184 C Filed 1425

JUN 20 1986 -3 20 PM

Hon. James H. Bayne  
Secretary  
Interstate Commerce Commission  
17th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

Re: Union Pacific Railroad Equipment  
Trust No. 1 of 1978: Agreement  
dated as of September 1, 1977

49.84

Dear Sir:

Enclosed please find an original and four counterparts of the document described below, which are to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Third Supplemental Agreement, dated as of May 15, 1986. The Third Supplemental Agreement amends the description of the equipment subject to the trust by renumbering six locomotives.

I enclose a fee of \$10. Please return to me the original Third Supplemental Agreement and any copies which you do not need for recordation. Kindly acknowledge receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed. A postage paid, addressed envelope is enclosed for your convenience.

Very truly yours,

J R O'Connell

JRO'C:b  
Encls.

ICC OFFICE OF THE SECRETARY  
JUN 20 1986 3 12 PM  
RECEIVED

**Interstate Commerce Commission**  
Washington, D.C. 20423

6/23/86

OFFICE OF THE SECRETARY

J. Ryan O'Connell  
Senior Corporate Atty.  
Union Pacific Corporation  
345 Park Avenue  
New York, N.Y. 10154

Dear Sir:

The enclosed documents(s) was recorded pursuant to the provision of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/20/86 at 3:20pm , and assigned recordation number(s). 8984-C

Sincerely yours,

Noreta R. McGee  
Acting Secretary

JUN 20 1986 :3 20 PM

THIRD SUPPLEMENTAL AGREEMENT, INTERSTATE COMMERCE COMMISSION  
DATED AS OF MAY 15, 1986,  
BETWEEN  
MORGAN GUARANTY TRUST COMPANY OF NEW YORK, AS TRUSTEE,  
AND UNION PACIFIC RAILROAD COMPANY

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This THIRD SUPPLEMENTAL AGREEMENT, dated as of May 15, 1986, between Morgan Guaranty Trust Company of New York, a trust company incorporated and existing under the laws of the State of New York, as Trustee (the "Trustee"), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (the "Company"). (Terms used in this Supplemental Agreement have the same meanings as set forth in Section 1.1 of the Equipment Trust Agreement referred to below.)

WITNESSETH:

WHEREAS, the Trustee and the Company have entered into an Equipment Trust Agreement, dated as of September 1, 1977, which was filed and recorded pursuant to 49 U.S.C. § 11303 on September 9, 1977 and assigned Recordation No. 8984, pursuant to which the Trustee issued \$24,000,000 aggregate principal amount of Union Pacific Equipment Trust No. 1 of 1978 Equipment Trust Certificates (the "Trust Certificates"); a First Supplemental Agreement, dated as of June 1, 1978, duly filed and recorded on June 28, 1978 and assigned Recordation No. 8984-A; and a Second Supplemental Agreement, dated as of July 1, 1985, duly filed and recorded on August 6, 1985 and assigned Recordation No. 8984-B (such Equipment Trust Agreement, as amended, being called the "Agreement"); and

WHEREAS, Section 8.4 of the Agreement provides that the Company and the Trustee without the consent of the holders of the Trust Certificates then outstanding may at any time enter into an agreement or agreements supplemental to the Agreement to make any provisions in regard to matters or questions arising under the Agreement as do not adversely affect the interests of the holders of the Trust Certificates then outstanding or the rights, duties or immunities of the Trustee; and

WHEREAS, the Company and the Trustee desire to execute and deliver this Third Supplemental Agreement to amend the Description of Trust Equipment set forth as Schedule A to the Agreement, and such amendment will not adversely affect the interests of the holders of the Trust Certificates now outstanding or the rights, duties or immunities of the Trustee;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties agree that the Agreement be, and it hereby is, amended as follows:

(1) There is hereby deleted from the Description of Trust Equipment the following reference:

6 3500-HP GP-40X Diesel-electric road freight locomotives, General Motors Corporation (Electro-Motive Division), builder, to be numbered UP 9000 to UP 9005, both inclu- sive .....	\$502,400	\$3,014,400
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(2) There is hereby inserted in the Description of Trust Equipment the following reference:

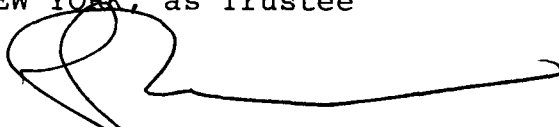
6 3500-HP GP-40X Diesel-electric  
road freight locomotives, General  
Motors Corporation (Electro-Motive  
Division), builder, to be numbered  
UP 90 to UP 95, both inclusive.....\$502,400 \$3,014,400

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their officers thereunto duly authorized and their corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY OF  
NEW YORK, as Trustee

[SEAL]

By

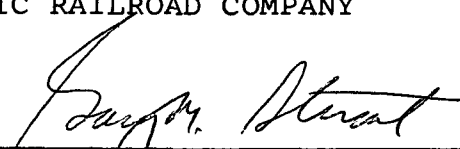
  
Vice President

ATTEST:

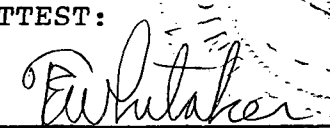
  
Assistant Secretary

UNION PACIFIC RAILROAD COMPANY

[SEAL]

  
Assistant Treasurer

ATTEST:

  
Assistant Secretary

STATE OF NEW YORK     )  
                              ) SS.:  
COUNTY OF NEW YORK    )

On this 11<sup>th</sup> day of June, 1986, before me personally appeared P. J. Crooks, to me personally known, who, being by me duly sworn, says that he is a Vice President of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of such bank and that the instrument was signed and sealed on behalf of such bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such bank.

Kam Law  
Notary Public

STATE OF NEW YORK     )  
                              ) SS.:  
COUNTY OF NEW YORK    )

KAM LAW  
Notary Public, State of New York  
No. 4825386  
Qualified in New York County  
Commission Expires Mar. 30, 1987

On the 15<sup>th</sup> day of May, 1986 before me personally appeared Gary M. Stuart, to me personally known, who, being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of such corporation and that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Barbara Schulman  
Notary Public

BARBARA SCHULMAN  
Notary Public, State of New York  
No. 31-4792130  
Qualified in New York County  
Commission Expires March 30, 1987